

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Interra Resources Limited (the "Company") will be held on 28 April 2011 at 10:00 a.m. at Tanglin Room 1, Level 1, RELC International Hotel, 30 Orange Grove Road, Singapore 258352, to transact the following business:

**ORDINARY BUSINESS**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

1. To receive and adopt the audited accounts for the financial year ended 31 December 2010 together with the reports of the Directors and the Auditors thereon. **Resolution 1**
2. To approve the sum of S\$281,000 as Directors' fees for the financial year ended 31 December 2010 (FY 2009: S\$328,000). **Resolution 2**
3. To re-elect the following Directors who will retire by rotation under Article 89 of the Articles of Association of the Company and who, being eligible, offer themselves for re-election:  
(a) Mr Edwin Soeryadjaya **Resolution 3(a)**  
(b) Mr Ng Soon Kai **Resolution 3(b)**
4. To re-elect Mr Low Siew Sie Bob who will cease to hold office under Article 95 of the Articles of Association of the Company, who, being eligible, offers himself for re-election. **Resolution 4**
5. To re-appoint Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. That pursuant to Section 161 of the Companies Act, Chapter 50 (the "CA") and the rules, guidelines and measures issued by the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors to issue:  
(a) shares in the capital of the Company; or  
(b) convertible securities; or  
(c) additional convertible securities issued pursuant to adjustments; or  
(d) shares arising from the conversion of the securities in (b) and (c) above,

(whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority or thereafter) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding the authority conferred by this Resolution may have ceased to be in force),

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed one hundred per cent (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company as calculated in accordance with sub-paragraph (2) below ("Issued Shares"), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of Issued Shares;
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:  
(i) new shares arising from the conversion or exercise of convertible securities;  
(ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the SGX-ST Listing Manual – Section B: Rules of Catalyst (the "Rules of Catalyst"); and  
(iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier. **Resolution 6**
7. That pursuant to Section 161 of the CA, authority be and is hereby given to the Directors, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Interra Share Option Plan (the "Plan"), provided always that the aggregate number of shares to be issued pursuant to the Plan shall not exceed five per cent (5%) of the total number of issued shares including treasury shares at any time and from time to time. **Resolution 7**
8. That authority be and is hereby given to Directors to make purchases from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of ordinary shares up to ten per cent (10%) of the issued ordinary share capital of the Company as at the date of this Resolution or as at the date of the last AGM of the Company (whichever is the higher) at any price up to but not exceeding the Maximum Price (as defined in the Addendum dated 12 April 2011 to shareholders of the Company, being an addendum to the Annual Report of the Company for the year ended 31 December 2010), and this mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next AGM is held or is required by law to be held, whichever is the earlier (the "Share Purchase Mandate"). **Resolution 8**
9. To transact any other business that may be properly transacted at an AGM.

**BY ORDER OF THE BOARD**

Adrian Chan Pengee  
Company Secretary

Singapore  
12 April 2011

**NOTE:**

A member of the Company entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company. The instrument of proxy must be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693 not less than forty-eight (48) hours before the time appointed for holding the AGM.

**EXPLANATORY NOTES ON BUSINESS TO BE TRANSACTED**

**Resolution 3(a)**

Mr Edwin Soeryadjaya, if re-elected, will remain as the Chairman of the Company.

**Resolution 3(b)**

Mr Ng Soon Kai, if re-elected, will remain as an Independent Director of the Company, Chairman of the Remuneration Committee and a member of the Nominating Committee.

**Resolution 4**

Mr Low Siew Sie Bob, if re-elected, will remain as an Independent Director of the Company, Chairman of the Audit Committee and a member of the Nominating Committee and a member of the Remuneration Committee.

**Resolution 6**

The proposed Ordinary Resolution 6, if passed, will empower the Directors, from the date of the above AGM until the next AGM, to issue shares in the capital of the Company and to make or grant convertible securities, and to issue shares in pursuance of such convertible securities, without seeking any further approval from shareholders in general meeting, up to a number not exceeding one hundred per cent (100%) of the total number of Issued Shares, of which up to fifty per cent (50%) of the total number of Issued Shares may be issued other than on a pro rata basis to shareholders.

**Resolution 7**

The proposed Ordinary Resolution 7, if passed, will authorise the Directors, from time to time, to allot and issue shares pursuant to the exercise of options under the Plan not exceeding five per cent (5%) of the total number of issued shares including treasury shares at any time.

**Resolution 8**

The proposed Ordinary Resolution 8, if passed, renews the Share Purchase Mandate and will authorise the Directors, from time to time, to purchase shares subject to and in accordance with the Articles of Association of the Company, the Rules of Catalyst, and such other laws and regulations as may for the time being be applicable. The Company intends to use internal sources of funds or external borrowings or a combination of both to finance its purchase or acquisition of shares. An illustration on the financial impact of a purchase or acquisition of shares by the Company pursuant to the Share Purchase Mandate on the audited accounts of the Company for the financial year ended 31 December 2010 is set out in Section 5 of the Addendum.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Collins Stewart Pte. Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Collins Stewart Pte. Limited has not independently verified the contents of this notice. This notice has not been examined or reviewed by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Mr Alex Tan, Managing Director, Corporate Finance, Collins Stewart Pte. Limited, at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.*

# PROXY FORM

## Annual General Meeting

### INTERRA RESOURCES LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 197300166Z)  
(Australian Business No. 37 129 575 275)

**IMPORTANT:**

1. For investors who have used their CPF monies to buy shares of Interra Resources Limited, this Annual Report is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No.)

of \_\_\_\_\_ (Address)

being shareholder/shareholders of Interra Resources Limited (the "Company"), hereby appoint:

Name	Address	NRIC / Passport No.	Proportion of Shareholdings to be Represented by Proxy
and/or (delete as appropriate)			

or failing him/them, the Chairman of the Annual General Meeting ("AGM") as my/our proxy/proxies to attend and to vote on my/our behalf and, if necessary, to demand a poll, at the AGM of the Company to be held on 28 April 2011 at 10:00 a.m. at Tanglin Room 1, Level 1, RELC International Hotel, 30 Orange Grove Road, Singapore 258352, and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, my/our proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the AGM and at any adjournment thereof.

Ordinary Resolutions	For	Against
<b>Ordinary Business</b>		
1 Adoption of audited accounts		
2 Approval of Directors' fees		
3(a) Re-election of Mr Edwin Soeryadjaya		
3(b) Re-election of Mr Ng Soon Kai		
4 Re-election of Mr Low Siew Sie Bob		
5 Re-appointment of Nexia TS Public Accounting Corporation		
<b>Special Business</b>		
6 Authority to issue shares pursuant to share issue mandate		
7 Authority to allot and issue shares under the Interra Share Option Plan		
8 Renewal of Share Purchase Mandate		

(Please indicate the number of votes as appropriate in the space provided.)

Dated this \_\_\_\_\_ day of April 2011

<b>Total Number Of Shares Held</b>

\_\_\_\_\_  
Signature(s) or Common Seal of Shareholder(s)

**IMPORTANT: Please read notes overleaf**

## NOTES

1. A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a shareholder appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
2. A shareholder should insert the total number of shares held by him. If he has shares entered against his name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50), he should insert that number of shares. If he has shares registered in his name in the Register of Members, he should insert that number of shares. If he has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, the instrument of proxy shall be deemed to relate to all the shares held by him.
3. The instrument of proxy must be under the hand of the shareholder or his attorney duly authorised in writing. Where the shareholder is a corporation, the instrument of proxy must be executed under its common seal or under the hand of its attorney duly authorised in writing.
4. The instrument of proxy (together with the power of attorney, if any, under which it is signed or a duly certified copy thereof) must be lodged at the registered office of the Company at 1 Grange Road, #05-04 Orchard Building, Singapore 239693 not less than forty-eight (48) hours before the time appointed for holding the AGM.
5. A corporation which is a shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
6. The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed or illegible or where the true intentions of the shareholder are not ascertainable from the instructions specified in the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument of proxy lodged if the shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register forty-eight (48) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

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### **INTERRA RESOURCES LIMITED**

1 Grange Road  
#05-04 Orchard Building  
Singapore 239693

**PROXY FORM**  
**Annual General Meeting**

**INTERRA RESOURCES LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration No. 197300166Z)

(Australian Business No. 37 129 575 275)

**IMPORTANT:**

Holders of CHESS Depository Interests (“CDIs”) relating to shares in Interra Resources Limited (the “Company”) do not have an automatic right to attend and vote at this Annual General Meeting (“AGM”) of the Company. If a CDI holder wishes to personally attend and vote at the AGM, the CDI holder MUST sign/execute Part VI and lodge this Proxy Form in accordance with the instructions in the Notes to this Proxy Form. If the CDI holder wishes to appoint a proxy/proxies to attend and vote at the AGM on his/its behalf, the CDI holder MUST complete Part III and Part IV (in each case where relevant), sign/execute Part VI, and lodge this Proxy Form in accordance with the instructions in the Notes to this Proxy Form. One CDI represents one ordinary share in the capital of the Company.

**I** CHESS Depository Nominees Pty Ltd (“CDN”) of 20 Bridge Street, Sydney NSW 2000, Australia, a holder of shares in Interra Resources Limited, hereby appoints:

<b>II</b>	Name of CDI Holder	Address	Securityholder Reference Number (SRN)

<b>Total Number of CDIs Held</b>	
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**OR failing him/it**, the person whose details are given in Part III below provided that such details have been verified in Part VI below by the signature of or on behalf of the person named in Part II and on the basis that such person is authorised to vote in respect of the proportion or number of the CDIs shown in Part III below or if no proportion or number is so shown, in respect of the whole of the said CDIs:

<b>III</b>	Name	Proportion of CDIs (%) OR Number of CDIs to be Represented by Proxy		
		%	OR	

**OR failing the person referred to in this Part III OR if no person is appointed in this Part III, the Chairman of the AGM** in respect of the relevant CDIs specified in this Part III or if no proportion or number is so shown, in respect of the whole of the CDIs referred to in Part II above, as our proxy/proxies to attend and vote on our behalf and, if necessary, to demand poll, at the AGM of the Company to be held on 28 April 2011 at 10:00 a.m. at Tanglin Room 1, Level 1, RELC International Hotel, 30 Orange Grove Road, Singapore 258352, and at any adjournment thereof. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the AGM and at any adjournment thereof.

**IF A CDI HOLDER IS APPOINTING A SECOND PROXY, PLEASE MARK AN ‘X’ IN THIS BOX.**

The appointment of a second proxy **must** be effected in accordance with the instructions in Part III of the Notes attached. A CDI holder must only mark this box on the first Proxy Form and must leave this box blank on the second Proxy Form.

**IV**  IF A CDI HOLDER DOES NOT WISH TO DIRECT THE PROXY/PROXIES APPOINTED BY HIM/THEM HOW TO VOTE, PLEASE MARK AN 'X' IN THIS BOX.

The Chairman of the AGM intends to vote undirected proxies held by him in favour of all the resolutions.

**VOTING DIRECTIONS TO PROXY – A CDI HOLDER SHOULD MARK AN 'X' IN THE APPROPRIATE BOX TO INDICATE HOW THE CDI HOLDER WISHES THE PROXY/PROXIES TO VOTE ON EACH RESOLUTION (PLEASE SEE ALSO THE INSTRUCTIONS IN PART IV OF THE NOTES ATTACHED)**

Ordinary Resolutions		For	Against	Abstain
	<b>Ordinary Business</b>			
1	Adoption of audited accounts			
2	Approval of Directors' fees			
3(a)	Re-election of Mr Edwin Soeryadjaya			
3(b)	Re-election of Mr Ng Soon Kai			
4	Re-election of Mr Low Siew Sie Bob			
5	Re-appointment of Nexia TS Public Accounting Corporation			
	<b>Special Business</b>			
6	Authority to issue shares pursuant to share issue mandate			
7	Authority to allot and issue shares under Interra Share Option Plan			
8	Renewal of Share Purchase Mandate			

**V CHESS DEPOSITARY NOMINEES PTY LTD**

Adrian Chan Pengee  
 Company Secretary  
 Interra Resources Limited  
 For CHESS Depository Nominees Pty Ltd

(Please also see Part V of the Notes attached)

**VI TO BE COMPLETED BY A CDI HOLDER IF HE/IT WISHES TO PERSONALLY ATTEND AND VOTE AT THE AGM, OR WISHES TO APPOINT A PROXY/PROXIES TO DO SO ON HIS/ITS BEHALF UNDER PART III ABOVE. THIS PART MUST BE SIGNED IN ACCORDANCE WITH THE INSTRUCTIONS IN PART VI OF THE NOTES ATTACHED.**

Individual 1

Signature of CDI Holder/  
 Sole Director & Sole Secretary

Individual 2

Signature of Director

Individual 3

Signature of Director/  
 Secretary

Dated this \_\_\_\_ day of April 2011

\_\_\_\_\_  
 Daytime contact number

## NOTES – How to Complete the Proxy Form

- III** 1. A CDI holder may appoint not more than two (2) proxies (including the Chairman of the AGM) to attend and vote at the AGM in his/its place as proxy for CDN in respect of his/its CDIs. A proxy need not be a member of the Company.
2. If a CDI holder leaves Part III of the Proxy Form blank or the proxy/proxies appointed by the CDI holder in Part III does/do not attend the AGM, the Chairman of the AGM will be the CDI holder's proxy by default and will vote as proxy for CDN in respect of the CDI holder's CDIs if the CDI holder does not attend the AGM in person.
3. If a CDI holder wishes to appoint second proxy, an additional Proxy Form may be obtained by telephoning the Company's Australian registry, Computershare Investor Services Pty Limited, at 1300 850 505 (within Australia) or 61 3 9415 4000 (outside Australia), or the CDI holder may copy this form.

To appoint a second proxy a CDI holder must:

- (a) indicate that he/it wishes to appoint a second proxy by marking an 'X' in the box at the end of Part III on the first Proxy Form. A CDI holder must leave the box at the end of Part III blank on the second Proxy Form;
- (b) on the first Proxy Form state the proportion or number of CDIs applicable to the first proxy;
- (c) on the second Proxy Form state the proportion or number of CDIs applicable to the second proxy; and
- (d) lodge both Proxy Forms together in the same envelope.

A CDI holder who wishes to appoint more than one proxy to attend the AGM must specify the proportion or number of CDIs to be represented by each proxy. If no proportion or number of CDIs is specified, the proxy named in the first Proxy Form shall be deemed to be entitled to vote in respect of 100% of the CDIs of his appointor and the proxy named in the second Proxy Form shall be deemed to be appointed as the alternate.

- IV** A CDI holder who wishes to appoint a proxy/proxies to attend and vote at the AGM should mark an 'X' in the appropriate box to indicate how he/it wishes the proxy/proxies to vote on each resolution. If the Proxy Form is lodged without any indication as to how the proxy/proxies must vote, subject as otherwise provided in Part IV of the Proxy Form, the proxy/proxies may vote as he thinks/they think fit. If a CDI holder marks more than one box on a resolution, his/its vote on that resolution will be invalid.

- V** **CDI HOLDERS DO NOT HAVE AN AUTOMATIC RIGHT TO ATTEND AND VOTE AT THE AGM. A CDI HOLDER WHO WISHES TO ATTEND AND VOTE AT THE AGM IN PERSON OR BY PROXY MUST COMPLETE (WHERE RELEVANT), SIGN/EXECUTE AND LODGE THE PROXY FORM IN ACCORDANCE WITH THE INSTRUCTIONS IN THESE NOTES.**

The Proxy Form, duly executed, must be lodged by the CDI holder not later than forty-eight (48) hours before the time appointed for the AGM at the office of the Company's Australian registry, Computershare Investor Services Pty Limited, at Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, Australia or GPO Box 242, Melbourne VIC 3001, Australia or facsimile number 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia).

Any Proxy Form received after that time will not be valid for the scheduled AGM.

- VI** If a CDI holder wishes to attend and vote at the AGM, or wishes to appoint a proxy/proxies, this Proxy Form must be signed by the CDI holder or his attorney duly authorised in writing or, if the CDI holder is a corporation, executed under its common seal or by a duly authorised officer of the corporation or under the hand of its attorney duly authorised in writing. In the case of joint CDI holders, all joint CDI holders must sign the Proxy Form.

If the Proxy Form is being signed on behalf of a CDI holder by an attorney duly authorised in writing, then the CDI holder must have already lodged the power of attorney or a duly certified copy of the power of attorney with the Company or, alternatively, must attach the power of attorney or a certified copy of the power of attorney to the Proxy Form to be lodged with the Company.

### GENERAL

The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the CDI holder are not ascertainable from the CDI holder's instructions specified in the Proxy Form. In addition, the Company shall be entitled to reject the Proxy Form if the person first named in the Proxy Form, being the CDI holder, is not shown to have any CDIs credited to a CDN account in the records of CDN forty-eight (48) hours before the time appointed for the AGM, as supplied by CDN to the Company.

### Documents may be lodged by posting, delivery or facsimile to:

Interra Resources Limited

c/o Computershare Investor Services Pty Limited

Posting: GPO Box 242, Melbourne VIC 3001, Australia

Delivery: Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, Australia

Facsimile: 1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia)

## **COLLECTION AND DISCLOSURE STATEMENT**

### **Your Personal Information and the Role of the Securities Registrar**

Computershare Investor Services Pty Limited (ABN 48 078 279 277) ("**CIS**") understands that your privacy is important to you.

In its capacity as registrar for securities issuers ("**our clients**"), CIS collects personal information. Such information may include your name, address, securityholding balance, tax file number and bank account details. The primary purpose of collection of personal information is for the maintenance of our clients' registers of securityholders, facilitating distribution payments and other corporate actions and communications. If you do not provide complete and accurate information, we may not be able to effectively maintain your securityholding.

The Corporations Act 2001, Privacy Act 1988 and rules such as the ASTC Settlement Rules govern the collection, use and disclosure of your personal information.

Your personal information may be disclosed to the securities issuer, persons inspecting securities registers, bidders for your securities in the context of take-overs, regulatory bodies, including the Australian Tax Office, and authorised securities brokers. Your personal information may also be disclosed to contracted external service providers for the purpose of paying distributions and mailing corporation communication such as notice of meetings, proxy forms, annual reports and other information that our clients may wish to communicate to their securityholders. These disclosures are either required or permitted by the Corporations Act 2001, the ASTC Settlement Rules or other legislation.

Under the National Privacy Principles, you can access personal information that we hold about you although there are some exceptions to this. You also have the right to request that we correct information about you which is inaccurate, incomplete or out of date. If you wish to do so, please contact the relevant CIS office at the address set out on the documentation sent to you in relation to your securityholding. If your securityholding is broker sponsored, you need to contact that broker to update your registered name or address.

To ensure the integrity and safety of securityholders' personal information, CIS will only disclose to securityholders such information if our internal procedures are satisfied. In certain cases we may charge you a fee for access to information but we will inform you at that time.

In accordance with the Corporations Act 2001 and subject to compliance with the requirements of the Privacy Act 1988, you may be sent material (including marketing material) approved by the securities issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS at 1300 850 505 (within Australia) or 61 3 9415 4000 (outside Australia).